EXHIBIT "A"

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
NORTHWESTERN CORPORATION,	)	Case No. 03-12872 (CGC)
	)	
Debtor.	)	Re: Dkt. No. _____
	)	

ORDER GRANTING RELIEF FROM THE AUTOMATIC STAY TO COMMENCE
ADVERSARY PROCEEDING SEEKING TO AVOID FRAUDULENT TRANSFER

UPON the motion (the *"Motion"*) of Magten Asset Management Corp. (*"Magten"*) for an order granting relief from the automatic stay to commence an adversary proceeding against NorthWestern Corporation (the *"Debtor"*) seeking to avoid an alleged fraudulent transfer; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having reviewed the Motion and all responses and objections to the Motion; and having heard the statements of counsel regarding the relief requested in the Motion at a hearing with respect to the Motion; and the Court, after due deliberation, has determined that that sufficient cause exists to grant relief from the automatic stay, it is hereby

ORDERED, that the Motion[1] is **GRANTED,** as modified herein, and all objections to the Motion are overruled; and it is further

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[1]   Any capitalized term used herein but not otherwise defined shall have the meaning ascribed to such term in the Motion.

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ORDERED, that the automatic stay is lifted to permit Magten and Law Debenture Trust Company of New York to file and prosecute an adversary proceeding seeking to avoid the alleged fraudulent transfer of assets from Clark Fork and Blackfoot, LLC to the Debtor; and it is further

ORDERED, that Magten shall file with the Court its complaint initiating the adversary proceeding within ten (10) days of entry of this order; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

Dated: April _____, 2004
        Wilmington, Delaware

_____
THE HONORABLE CHARLES G. CASE, II
United States Bankruptcy Judge

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